

EXHIBIT C

NOTICE OF CONVERSION
(To be Executed by the Registered Holder
in order to Convert the Notes)

The undersigned hereby irrevocably elects to convert \$1,500.00 principal amount of the Note (defined below) into shares of common stock, par value \$.001 per share ("Common Stock"), of Cyberlux Corporation, a Nevada corporation (the "Borrower") according to the conditions of the convertible Notes of the Borrower dated as of April 22, 2005 (the "Notes"), as of the date written below. If securities are to be issued in the name of a person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto and is delivering herewith such certificates. No fee will be charged to the Holder for any conversion, except for transfer taxes, if any. A copy of each Note is attached hereto (or evidence of loss, theft or destruction thereof).

The Borrower shall electronically transmit the Common Stock issuable pursuant to this Notice of Conversion to the account of the undersigned or its nominee with DTC through its Deposit Withdrawal Agent Commission system ("DWAC Transfer").

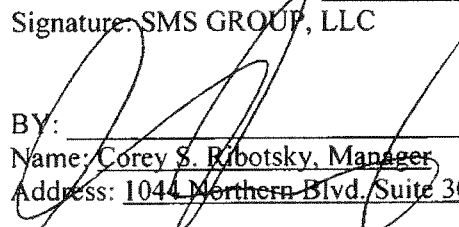
Name of DTC Prime Broker: PENSON FINANCIAL SERVICES, INC, DTC # 0234
Account Number: _____

In lieu of receiving shares of Common Stock issuable pursuant to this Notice of Conversion by way of a DWAC Transfer, the undersigned hereby requests that the Borrower issue a certificate or certificates for the number of shares of Common Stock set forth below (which numbers are based on the Holder's calculation attached hereto) in the name(s) specified immediately below or, if additional space is necessary, on an attachment hereto:

Name: Penson Financial Services FBO: AJW Partners, LLC
Address: 1044 Northern Blvd. Suite 302, Roslyn, New York 11576

The undersigned represents and warrants that all offers and sales by the undersigned of the securities issuable to the undersigned upon conversion of the Notes shall be made pursuant to registration of the securities under the Securities Act of 1933, as amended (the "Act"), or pursuant to an exemption from registration under the Act.

Date of Conversion: February 7, 2008
Applicable Conversion Price: \$.005
Number of Shares of Common Stock to be Issued Pursuant to
Conversion of the Notes: 300,000 Shares
Signature: SMS GROUP, LLC

BY: 
Name: Corey S. Ribotsky, Manager
Address: 1044 Northern Blvd. Suite 302, Roslyn, New York 11576

The Borrower shall issue and deliver shares of Common Stock to an overnight courier not later than three business days following receipt of the original Note(s) to be converted, and shall make payments pursuant to the Notes for the number of business days such issuance and delivery is late.

NOTICE OF CONVERSION
(To be Executed by the Registered Holder
in order to Convert the Notes)

The undersigned hereby irrevocably elects to convert \$300.00 principal amount of the Note (defined below) into shares of common stock, par value \$.001 per share ("Common Stock"), of Cyberlux Corporation., a Nevada corporation (the "Borrower") according to the conditions of the convertible Notes of the Borrower dated as of April 22, 2005 (the "Notes"), as of the date written below. If securities are to be issued in the name of a person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto and is delivering herewith such certificates. No fee will be charged to the Holder for any conversion, except for transfer taxes, if any. A copy of each Note is attached hereto (or evidence of loss, theft or destruction thereof).

The Borrower shall electronically transmit the Common Stock issuable pursuant to this Notice of Conversion to the account of the undersigned or its nominee with DTC through its Deposit Withdrawal Agent Commission system ("DWAC Transfer").

Name of DTC Prime Broker: PENSON FINANCIAL SERVICES, INC, DTC # 0234
Account Number: _____

In lieu of receiving shares of Common Stock issuable pursuant to this Notice of Conversion by way of a DWAC Transfer, the undersigned hereby requests that the Borrower issue a certificate or certificates for the number of shares of Common Stock set forth below (which numbers are based on the Holder's calculation attached hereto) in the name(s) specified immediately below or, if additional space is necessary, on an attachment hereto:

Name: Penson Financial Services FBO: New Millennium Capital Partners II, LLC
Address: 1044 Northern Blvd. Suite 302, Roslyn, New York 11576

The undersigned represents and warrants that all offers and sales by the undersigned of the securities issuable to the undersigned upon conversion of the Notes shall be made pursuant to registration of the securities under the Securities Act of 1933, as amended (the "Act"), or pursuant to an exemption from registration under the Act.

Date of Conversion: February 7, 2008
Applicable Conversion Price: \$.005
Number of Shares of Common Stock to be Issued Pursuant to
Conversion of the Notes: 60,000 Shares
Signature: First Street Manager II, LLC

BY: _____
Name: Corey S. Ribotsky, Manager
Address: 1044 Northern Blvd. Suite 302, Roslyn, New York 11576

The Borrower shall issue and deliver shares of Common Stock to an overnight courier not later than three business days following receipt of the original Note(s) to be converted, and shall make payments pursuant to the Notes for the number of business days such issuance and delivery is late.

NOTICE OF CONVERSION

(To be Executed by the Registered Holder
in order to Convert the Notes)

The undersigned hereby irrevocably elects to convert \$7,800.00 principal amount of the Note (defined below) into shares of common stock, par value \$.001 per share ("**Common Stock**"), of Cyberlux Corporation, a Nevada corporation (the "**Borrower**") according to the conditions of the convertible Notes of the Borrower dated as of April 22, 2005 (the "Notes"), as of the date written below. If securities are to be issued in the name of a person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto and is delivering herewith such certificates. No fee will be charged to the Holder for any conversion, except for transfer taxes, if any. A copy of each Note is attached hereto (or evidence of loss, theft or destruction thereof).

The Borrower shall electronically transmit the Common Stock issuable pursuant to this Notice of Conversion to the account of the undersigned or its nominee with DTC through its Deposit Withdrawal Agent Commission system ("**DWAC Transfer**").

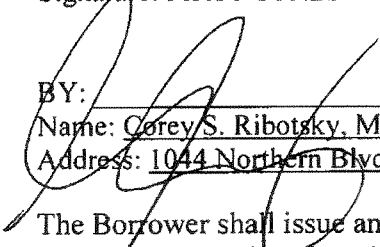
Name of DTC Prime Broker: PENSON FINANCIAL SERVICES, INC, DTC # 0234
Account Number: _____

In lieu of receiving shares of Common Stock issuable pursuant to this Notice of Conversion by way of a DWAC Transfer, the undersigned hereby requests that the Borrower issue a certificate or certificates for the number of shares of Common Stock set forth below (which numbers are based on the Holder's calculation attached hereto) in the name(s) specified immediately below or, if additional space is necessary, on an attachment hereto:

Name: Penson Financial Services FBO: AJW Offshore, LTD
Address: 1044 Northern Blvd, Suite 302, Roslyn, New York 11576

The undersigned represents and warrants that all offers and sales by the undersigned of the securities issuable to the undersigned upon conversion of the Notes shall be made pursuant to registration of the securities under the Securities Act of 1933, as amended (the "Act"), or pursuant to an exemption from registration under the Act.

Date of Conversion: February 7, 2008
Applicable Conversion Price: \$.005
Number of Shares of Common Stock to be Issued Pursuant to
Conversion of the Notes: 1,560,000 Shares
Signature: FIRST STREET MANAGER II, LLC

BY: 
Name: Corey S. Ribotsky, Manager
Address: 1044 Northern Blvd, Suite 302, Roslyn, New York 11576

The Borrower shall issue and deliver shares of Common Stock to an overnight courier not later than three business days following receipt of the original Note(s) to be converted, and shall make payments pursuant to the Notes for the number of business days such issuance and delivery is late.

NOTICE OF CONVERSION

(To be Executed by the Registered Holder
in order to Convert the Notes)

The undersigned hereby irrevocably elects to convert \$5,400.00 principal amount of the Note (defined below) into shares of common stock, par value \$.001 per share ("**Common Stock**"), of Cyberlux Corporation, a Nevada corporation (the "**Borrower**") according to the conditions of the convertible Notes of the Borrower dated as of April 22, 2005 (the "Notes"), as of the date written below. If securities are to be issued in the name of a person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto and is delivering herewith such certificates. No fee will be charged to the Holder for any conversion, except for transfer taxes, if any. A copy of each Note is attached hereto (or evidence of loss, theft or destruction thereof).

The Borrower shall electronically transmit the Common Stock issuable pursuant to this Notice of Conversion to the account of the undersigned or its nominee with DTC through its Deposit Withdrawal Agent Commission system ("**DWAC Transfer**").

Name of DTC Prime Broker: PENSON FINANCIAL SERVICES, INC, DTC # 0234
Account Number: _____

In lieu of receiving shares of Common Stock issuable pursuant to this Notice of Conversion by way of a DWAC Transfer, the undersigned hereby requests that the Borrower issue a certificate or certificates for the number of shares of Common Stock set forth below (which numbers are based on the Holder's calculation attached hereto) in the name(s) specified immediately below or, if additional space is necessary, on an attachment hereto:

Name: Penson Financial Services FBO: AJW Qualified Partners, LLC
Address: 1044 Northern Blvd. Suite 302, Roslyn, New York 11576

The undersigned represents and warrants that all offers and sales by the undersigned of the securities issuable to the undersigned upon conversion of the Notes shall be made pursuant to registration of the securities under the Securities Act of 1933, as amended (the "Act"), or pursuant to an exemption from registration under the Act.

Date of Conversion: February 7, 2008
Applicable Conversion Price: \$.005
Number of Shares of Common Stock to be Issued Pursuant to
Conversion of the Notes: 1,080,000 Shares
Signature: AJW MANAGER, LLC

BY: _____
Name: Corey S. Ribotsky, Manager
Address: 1044 Northern Blvd. Suite 302, Roslyn, New York 11576

The Borrower shall issue and deliver shares of Common Stock to an overnight courier not later than three business days following receipt of the original Note(s) to be converted, and shall make payments pursuant to the Notes for the number of business days such issuance and delivery is late.

Control and Restricted Securities Checklist

A. Information Concerning Seller

1. Name: AJW Partners LLC
2. Address: 1044 Northern Blvd. Suite 302, Roslyn, NY 11576
3. Employer: _____
4. Position: _____
5. Social Security Number: Tax ID # 11-3466781
6. Relationship to Issuing Company: Investor
7. The firm (is) (is not) authorized by Seller to contact the Issuer, its counsel and transfer agent concerning this sale.

B. Information Concerning Securities to be Sold

1. Issuer: Cyberlux Corp.
 2. Title of Securities: _____
 3. Total number of shares owned by Seller: _____
 4. Number of shares to be sold: 300,000
 5. Proposed date of sale: 2/14/08
 6. How Securities were acquired?
 - a. Date acquired: 9/23/04
 - b. Nature of acquisition transaction: Private Placement
 - c. From whom acquired: Issuer / Company
 - d. Amount of Securities acquired: _____
 - e. Date of payment: 9/23/04
 - f. Nature of payment: Wire
 7. If the Securities were acquired as a gift, pledge or from a trust or estate, how and when did the prior owner acquire the Securities?

N/A
 8. Describe any short positions or put options to sell any of the Securities (or any securities convertible into such Securities or securities into which the Securities are convertible) since their acquisition:

N/A
 9. Are the Securities covered by a current registration statement?: _____
 10. Has customer prepared SEC Form 144 in contemplation of proposed sale?:

N/A
- If so, please attach copy. Date mailed to SEC: _____

*Control and Restricted Securities Checklist (Continued)**C. Certificates: *****TO BE ISSUED******

1. If a legend appears on the certificates, copy the language or attach a copy of both sides of the certificate.

2. Certificate numbers, dates and amounts (or attach copies):

3. Exact name in which certificates are registered:

4. Name, Address and Phone Number of Transfer Agent:

5. Location of Certificates: _____

6. Describe any special arrangements necessary to make delivery of certificates:

D. Information Regarding Company and Trading of Securities

1. Trading market for securities (Principal Exchange or OTC): _____ OTC: BB

2. Shares currently outstanding (as set forth in Issuer's most recent SEC filing or other public notice):

552,442,883

3. Volume during each of the past four calendar weeks: (if available):

4. If an SEC reporting company, has Issuer filed a 10-K (annual) or 10-Q (quarterly) report with the SEC during the preceding 90 days?: _____

5. If not a reporting company has the Issuer made current information and financials publicly available?: _____ Please cite public sources: _____

Control and Restricted Securities Checklist (Continued)

E. Securities Sold During the Three Months Preceding this Sale

List all sales of securities of this issuer in the three months preceding this sale by the following:

- 1. Seller*
- 2. Relatives of the Seller (including spouse and in-laws living in the same home)*
- 3. Trust and Estates in which Seller or any such relatives collectively own 10% or more of the total beneficial interest or serve as trustee, executor or in any similar capacity*
- 4. Corporations and organizations in which the Seller and such relatives collectively own beneficially 10% or more of any class of equity securities or 10% or more of the equity interest*
- 5. Sales by pledge (if Seller is pledgor) or pledgor (if Seller is pledgee) if default occurred within preceding two years*
- 6. Sales by donor (if Seller is donee or trust) or sales by donee or trust (if Seller was donor) if gift occurred within the preceding two years*
- 7. Any sales by decedent within preceding three months if Seller is decedent's estate or beneficiary of such estate*
- 8. Any person acting in concert with the Seller*
- 9. Sales by any of the above securities convertible into securities to be sold (measured by amount of securities into which they are convertible)*
- 10. Sales by any of the above securities into which the securities to be sold are convertible (Give number of shares sold, when and by whom for any of the above)*



Irrevocable Stock Power Form

For Value Received, the undersigned do hereby sell, assign and transfer unto _____ shares of the Capital Stock of _____ standing in the name of the undersigned on the books of said Company, represented by Certificates No. _____ herewith, and hereby irrevocably constitute and appoint Penson Financial Services, Inc. attorney to transfer the said stock on the books of the within named Company with full power of substitution in the premises.

Account Number

Process ID Number (Broker use only)

Account Holder's Signature

Account Holder's Name Printed

Date

2/7/08

Joint Account Holder's Signature

Date

Joint Account Holder's Name Printed

AJW Partners, LLC

Rule 144 (k) seller's Representation Letter

Date: 2/7/08

Re: SEC Rule 144(k) Sale of 300,000 shares of the Common Stock (the "Shares") of Cyberlux Corp. (the "Company")

To Whom It May Concern:

In connection with the sale referenced above, the undersigned represents that:

1. The undersigned is not now nor has the undersigned been within the preceding three months an affiliate of the Company.
2. The undersigned has beneficially owned the Shares for at least two years excluding any period during which the undersigned has a short position in, or an option to dispose of, any securities of the Company.
3. The sale of the Shares complies in all respects with the undersigned's requirements under Rule 144(k)

The undersigned agrees to notify you immediately if any of the representations provided becomes inaccurate before this sale is completed. The undersigned further agrees that the proceeds of this sale may not be paid until transfer of the Shares free of any transfer restrictions has been completed.

AJW Partners, LLC

Name of Seller

Signature of Seller

Corey S. Ribotsky, Manager

Title of Signatory (if applicable)

Control and Restricted Securities Checklist

A. Information Concerning Seller

1. Name: New Millennium Capital Partners II, LLC
2. Address: 1044 Northern Blvd. Suite 302, Roslyn, NY 11576
3. Employer: _____
4. Position: _____
5. Social Security Number: Tax ID # 11-3488491
6. Relationship to Issuing Company: Investor
7. The firm (is) (is not) authorized by Seller to contact the issuer, its counsel and transfer agent concerning this sale.

B. Information Concerning Securities to be Sold

1. Issuer: Cyberlux Corp
 2. Title of Securities: _____
 3. Total number of shares owned by Seller: _____
 4. Number of shares to be sold: 60,000
 5. Proposed date of sale: 2/14/08
 6. How Securities were acquired?
 - a. Date acquired: 9/23/04
 - b. Nature of acquisition transaction: Private Placement
 - c. From whom acquired: Issuer / Company
 - d. Amount of Securities acquired: _____
 - e. Date of payment: 9/23/04
 - f. Nature of payment: Wire
 7. If the Securities were acquired as a gift, pledge or from a trust or estate, how and when did the prior owner acquire the Securities? N/A
 8. Describe any short positions or put options to sell any of the Securities (or any securities convertible into such Securities or securities into which the Securities are convertible) since their acquisition: N/A
 9. Are the Securities covered by a current registration statement?: _____
 10. Has customer prepared SEC Form 144 in contemplation of proposed sale?: N/A
- If so, please attach copy. Date mailed to SEC: _____

Control and Restricted Securities Checklist (Continued)

*C. Certificates: *****TO BE ISSUED******

1. If a legend appears on the certificates, copy the language or attach a copy of both sides of the certificate.

2. Certificate numbers, dates and amounts (or attach copies):

3. Exact name in which certificates are registered:

4. Name, Address and Phone Number of Transfer Agent:

5. Location of Certificates: _____

6. Describe any special arrangements necessary to make delivery of certificates:

D. Information Regarding Company and Trading of Securities

1. Trading market for securities (Principal Exchange or OTC): _____ OTC: BB

2. Shares currently outstanding (as set forth in Issuer's most recent SEC filing or other public notice):

552,442,883

3. Volume during each of the past four calendar weeks: (if available):

4. If an SEC reporting company, has Issuer filed a 10-K (annual) or 10-Q (quarterly) report with the SEC during the preceding 90 days?: _____

5. If not a reporting company has the Issuer made current information and financials publicly available?: _____ Please cite public sources: _____

Control and Restricted Securities Checklist (Continued)

E. Securities Sold During the Three Months Preceding this Sale

List all sales of securities of this issuer in the three months preceding this sale by the following:

- 1. Seller*
- 2. Relatives of the Seller (including spouse and in-laws living in the same home)*
- 3. Trust and Estates in which Seller or any such relatives collectively own 10% or more of the total beneficial interest or serve as trustee, executor or in any similar capacity*
- 4. Corporations and organizations in which the Seller and such relatives collectively own beneficially 10% or more of any class of equity securities or 10% or more of the equity interest*
- 5. Sales by pledge (if Seller is pledgor) or pledgor (if Seller is pledgee) if default occurred within preceding two years*
- 6. Sales by donor (if Seller is donee or trust) or sales by donee or trust (if Seller was donor) if gift occurred within the preceding two years*
- 7. Any sales by decedent within preceding three months if Seller is decedent's estate or beneficiary of such estate*
- 8. Any person acting in concert with the Seller*
- 9. Sales by any of the above securities convertible into securities to be sold (measured by amount of securities into which they are convertible)*
- 10. Sales by any of the above securities into which the securities to be sold are convertible (Give number of shares sold, when and by whom for any of the above)*



Irrevocable Stock Power Form

For Value Received, the undersigned do hereby sell, assign and transfer unto _____ shares of the Capital Stock of _____ standing in the name of the undersigned on the books of said Company, represented by Certificates No. _____ herewith, and hereby irrevocably constitute and appoint Penson Financial Services, Inc. attorney to transfer the said stock on the books of the within named Company with full power of substitution in the premises.

Account Number

Process ID Number (Broker use only)

Account Holder's Signature

Date

Account Holder's Name Printed

Manager

Joint Account Holder's Signature

Date

Joint Account Holder's Name Printed

New Millennium Capital Partners II, LLC

Rule 144 (k) seller's Representation Letter

Date: 2/7/08

Re: SEC Rule 144(k) Sale of 60,000 shares of the Common Stock (the "Shares") of
Cyberlux Corp
(the "Company")

To Whom It May Concern:

In connection with the sale referenced above, the undersigned represents that:

1. The undersigned is not now nor has the undersigned been within the preceding three months an affiliate of the Company.
2. The undersigned has beneficially owned the Shares for at least two years excluding any period during which the undersigned has a short position in, or an option to dispose of, any securities of the Company.
3. The sale of the Shares complies in all respects with the undersigned's requirements under Rule 144(k)

The undersigned agrees to notify you immediately if any of the representations provided becomes inaccurate before this sale is completed. The undersigned further agrees that the proceeds of this sale may not be paid until transfer of the Shares free of any transfer restrictions has been completed.

New Millennium Capital
Partners II, LLC

Name of Seller

Signature of Seller

Corey S. Ribotsky, Manager

Title of Signatory (if applicable)

Control and Restricted Securities Checklist

A. Information Concerning Seller

1. Name: AJW Offshore, Ltd.
2. Address: 1044 Northern Blvd. Suite 302, Roslyn, NY 11576
3. Employer: _____
4. Position: _____
5. Social Security Number: _____
6. Relationship to Issuing Company: Investor
7. The firm (is) (is not) authorized by Seller to contact the issuer, its counsel and transfer agent concerning this sale.

B. Information Concerning Securities to be Sold

1. Issuer: Cyberlux Corp
 2. Title of Securities: _____
 3. Total number of shares owned by Seller: _____
 4. Number of shares to be sold: 1,500,000
 5. Proposed date of sale: 2/14/08
 6. How Securities were acquired?
 - a. Date acquired: 9/23/04
 - b. Nature of acquisition transaction: Private Placement
 - c. From whom acquired: Issuer / Company
 - d. Amount of Securities acquired: _____
 - e. Date of payment: 9/23/04
 - f. Nature of payment: Wire
 7. If the Securities were acquired as a gift, pledge or from a trust or estate, how and when did the prior owner acquire the Securities?

N/A
 8. Describe any short positions or put options to sell any of the Securities (or any securities convertible into such Securities or securities into which the Securities are convertible) since their acquisition:

N/A
 9. Are the Securities covered by a current registration statement?: _____
 10. Has customer prepared SEC Form 144 in contemplation of proposed sale?: _____

N/A
- If so, please attach copy. Date mailed to SEC: _____

Control and Restricted Securities Checklist (Continued)

*C. Certificates: *****TO BE ISSUED******

1. If a legend appears on the certificates, copy the language or attach a copy of both sides of the certificate.

2. Certificate numbers, dates and amounts (or attach copies):

3. Exact name in which certificates are registered:

4. Name, Address and Phone Number of Transfer Agent:

5. Location of Certificates: _____

6. Describe any special arrangements necessary to make delivery of certificates:

D. Information Regarding Company and Trading of Securities

1. Trading market for securities (Principal Exchange or OTC): _____ OTC: BB

2. Shares currently outstanding (as set forth in Issuer's most recent SEC filing or other public notice):

552,442,883

3. Volume during each of the past four calendar weeks: (if available):

4. If an SEC reporting company, has Issuer filed a 10-K (annual) or 10-Q (quarterly) report with the SEC during the preceding 90 days?: _____

5. If not a reporting company has the Issuer made current information and financials publicly available?: _____ Please cite public sources: _____

Control and Restricted Securities Checklist (Continued)

E. Securities Sold During the Three Months Preceding this Sale

List all sales of securities of this issuer in the three months preceding this sale by the following:

- 1. Seller*
- 2. Relatives of the Seller (including spouse and in-laws living in the same home)*
- 3. Trust and Estates in which Seller or any such relatives collectively own 10% or more of the total beneficial interest or serve as trustee, executor or in any similar capacity*
- 4. Corporations and organizations in which the Seller and such relatives collectively own beneficially 10% or more of any class of equity securities or 10% or more of the equity interest*
- 5. Sales by pledge (if Seller is pledgor) or pledgor (if Seller is pledgee) if default occurred within preceding two years*
- 6. Sales by donor (if Seller is donee or trust) or sales by donee or trust (if Seller was donor) if gift occurred within the preceding two years*
- 7. Any sales by decedent within preceding three months if Seller is decedent's estate or beneficiary of such estate*
- 8. Any person acting in concert with the Seller*
- 9. Sales by any of the above securities convertible into securities to be sold (measured by amount of securities into which they are convertible)*
- 10. Sales by any of the above securities into which the securities to be sold are convertible (Give number of shares sold, when and by whom for any of the above)*



Irrevocable Stock Power Form

For Value Received, the undersigned do hereby sell, assign and transfer unto _____ shares of the Capital Stock of _____ standing in the name of the undersigned on the books of said Company, represented by Certificates No. _____ herewith, and hereby irrevocably constitute and appoint Penson Financial Services, Inc. attorney to transfer the said stock on the books of the within named Company with full power of substitution in the premises.

Account Number

Process ID Number (Broker use only)

Account Holder's Signature

Date

Account Holder's Name Printed

President

Joint Account Holder's Signature

Date

Joint Account Holder's Name Printed

AJW Offshore, LTD

Rule 144 (k) seller's Representation Letter

Date: 2/7/08

Re: SEC Rule 144(k) Sale of 1,500,000 shares of the Common Stock (the "Shares") of
Cyberlux Corp
(the "Company")

To Whom It May Concern:

In connection with the sale referenced above, the undersigned represents that:

1. The undersigned is not now nor has the undersigned been within the preceding three months an affiliate of the Company.
2. The undersigned has beneficially owned the Shares for at least two years excluding any period during which the undersigned has a short position in, or an option to dispose of, any securities of the Company.
3. The sale of the Shares complies in all respects with the undersigned's requirements under Rule 144(k)

The undersigned agrees to notify you immediately if any of the representations provided becomes inaccurate before this sale is completed. The undersigned further agrees that the proceeds of this sale may not be paid until transfer of the Shares free of any transfer restrictions has been completed.

AJW Offshore, Ltd.

Name of Seller



Signature of Seller

Corey S. Ribotsky, President

Title of Signatory (if applicable)

Control and Restricted Securities Checklist

A. Information Concerning Seller

1. Name: AJW Qualified Partners, LLC
2. Address: 1044 Northern Blvd. Suite 302, Roslyn, NY 11576
3. Employer: _____
4. Position: _____
5. Social Security Number: Tax ID # 11-3617066
6. Relationship to Issuing Company: Investor
7. The firm (is) (is not) authorized by Seller to contact the issuer, its counsel and transfer agent concerning this sale.

B. Information Concerning Securities to be Sold

1. Issuer: Cyberlux Corp
 2. Title of Securities: _____
 3. Total number of shares owned by Seller: _____
 4. Number of shares to be sold: 1,080,000
 5. Proposed date of sale: 2/14/08
 6. How Securities were acquired?
 - a. Date acquired: 9/23/04
 - b. Nature of acquisition transaction: Private Placement
 - c. From whom acquired: Issuer / Company
 - d. Amount of Securities acquired: _____
 - e. Date of payment: 9/23/04
 - f. Nature of payment: Wire
 7. If the Securities were acquired as a gift, pledge or from a trust or estate, how and when did the prior owner acquire the Securities?

N/A
 8. Describe any short positions or put options to sell any of the Securities (or any securities convertible into such Securities or securities into which the Securities are convertible) since their acquisition:

N/A
 9. Are the Securities covered by a current registration statement?: _____
 10. Has customer prepared SEC Form 144 in contemplation of proposed sale?: _____

N/A
- If so, please attach copy. Date mailed to SEC: _____

Control and Restricted Securities Checklist (Continued)

*C. Certificates: *****TO BE ISSUED******

1. If a legend appears on the certificates, copy the language or attach a copy of both sides of the certificate.

2. Certificate numbers, dates and amounts (or attach copies):

3. Exact name in which certificates are registered:

4. Name, Address and Phone Number of Transfer Agent:

5. Location of Certificates: _____

6. Describe any special arrangements necessary to make delivery of certificates:

D. Information Regarding Company and Trading of Securities

1. Trading market for securities (Principal Exchange or OTC): _____ OTC: BB

2. Shares currently outstanding (as set forth in Issuer's most recent SEC filing or other public notice):

552,442,883

3. Volume during each of the past four calendar weeks: (if available):

4. If an SEC reporting company, has Issuer filed a 10-K (annual) or 10-Q (quarterly) report with the SEC during the preceding 90 days: _____

5. If not a reporting company has the Issuer made current information and financials publicly available?: _____ Please cite public sources: _____

Control and Restricted Securities Checklist (Continued)

E. Securities Sold During the Three Months Preceding this Sale

List all sales of securities of this issuer in the three months preceding this sale by the following:

- 1. Seller*
- 2. Relatives of the Seller (including spouse and in-laws living in the same home)*
- 3. Trust and Estates in which Seller or any such relatives collectively own 10% or more of the total beneficial interest or serve as trustee, executor or in any similar capacity*
- 4. Corporations and organizations in which the Seller and such relatives collectively own beneficially 10% or more of any class of equity securities or 10% or more of the equity interest*
- 5. Sales by pledge (if Seller is pledgor) or pledgor (if Seller is pledgee) if default occurred within preceding two years*
- 6. Sales by donor (if Seller is donee or trust) or sales by donee or trust (if Seller was donor) if gift occurred within the preceding two years*
- 7. Any sales by decedent within preceding three months if Seller is decedent's estate or beneficiary of such estate*
- 8. Any person acting in concert with the Seller*
- 9. Sales by any of the above securities convertible into securities to be sold (measured by amount of securities into which they are convertible)*
- 10. Sales by any of the above securities into which the securities to be sold are convertible (Give number of shares sold, when and by whom for any of the above)*



Irrevocable Stock Power Form

For Value Received, the undersigned do hereby sell, assign and transfer unto _____ shares of the Capital Stock of _____ standing in the name of the undersigned on the books of said Company, represented by Certificates No. _____ herewith, and hereby irrevocably constitute and appoint Penson Financial Services, Inc. attorney to transfer the said stock on the books of the within named Company with full power of substitution in the premises.

Account Number

Process ID Number (Broker use only)

Account Holder's Signature

Date

Account Holder's Name Printed

Manager

Joint Account Holder's Signature

Date

Joint Account Holder's Name Printed

AJW Qualified Partners, LLC

Rule 144 (k) seller's Representation Letter

Date: 2/7/08

Re: SEC Rule 144(k) Sale of 1,080,000 shares of the Common Stock (the "Shares") of
Cyberlux Corp (the
"Company")

To Whom It May Concern:

In connection with the sale referenced above, the undersigned represents that:

1. The undersigned is not now nor has the undersigned been within the preceding three months an affiliate of the Company.
2. The undersigned has beneficially owned the Shares for at least two years excluding any period during which the undersigned has a short position in, or an option to dispose of, any securities of the Company.
3. The sale of the Shares complies in all respects with the undersigned's requirements under Rule 144(k)

The undersigned agrees to notify you immediately if any of the representations provided becomes inaccurate before this sale is completed. The undersigned further agrees that the proceeds of this sale may not be paid until transfer of the Shares free of any transfer restrictions has been completed.

AJW Qualified Partners, LLC

Name of Seller



Signature of Seller

Corey S. Ribotsky, Manager

Title of Signatory (if applicable)